

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

OCT 27 1961

# TORONTO STOCK EXCHANGE

FILING STATEMENT No. 624.  
FILED, OCTOBER 12th, 1961.

## TOMBILL MINES LIMITED

Full corporate name of Company  
Incorporated under Part XI of the Companies Act of Ontario  
by Letters Patent dated October 7, 1935

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 285.

### FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting Agreement - see para (iii) of Item 6 below.								
2. Head office address and any other office address.	Head Office - Suite 710 - 60 Yonge Street, Toronto 1, Ontario								
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table> <tr> <td><u>President &amp; Director</u> James A. Grant, 60 Yonge Street, Toronto Stock Broker</td><td><u>Director</u> William D. George, Jr., Sewickley, Pa., U.S.A. Real Estate</td></tr> <tr> <td><u>Vice-Pres. &amp; Director</u> Sidney H. Robinson 2402, 44 King St. West, Toronto, Queen's Counsel</td><td><u>Director</u> Foster W. Hewitt 1 Grenville St., Toronto Radio Executive</td></tr> <tr> <td><u>Sec.-Treas. &amp; Director</u> H.L. Good 60 Yonge Street, Toronto Chartered Accountant</td><td><u>Director</u> George M. Grant Beaver Hall Hill, Montreal Bell Telephone Co. Executive</td></tr> <tr> <td><u>Director</u> - D.A. MacIntosh, 129 Adelaide St. W., Toronto,</td><td>Insurance Executive</td></tr> </table>	<u>President &amp; Director</u> James A. Grant, 60 Yonge Street, Toronto Stock Broker	<u>Director</u> William D. George, Jr., Sewickley, Pa., U.S.A. Real Estate	<u>Vice-Pres. &amp; Director</u> Sidney H. Robinson 2402, 44 King St. West, Toronto, Queen's Counsel	<u>Director</u> Foster W. Hewitt 1 Grenville St., Toronto Radio Executive	<u>Sec.-Treas. &amp; Director</u> H.L. Good 60 Yonge Street, Toronto Chartered Accountant	<u>Director</u> George M. Grant Beaver Hall Hill, Montreal Bell Telephone Co. Executive	<u>Director</u> - D.A. MacIntosh, 129 Adelaide St. W., Toronto,	Insurance Executive
<u>President &amp; Director</u> James A. Grant, 60 Yonge Street, Toronto Stock Broker	<u>Director</u> William D. George, Jr., Sewickley, Pa., U.S.A. Real Estate								
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<u>Sec.-Treas. &amp; Director</u> H.L. Good 60 Yonge Street, Toronto Chartered Accountant	<u>Director</u> George M. Grant Beaver Hall Hill, Montreal Bell Telephone Co. Executive								
<u>Director</u> - D.A. MacIntosh, 129 Adelaide St. W., Toronto,	Insurance Executive								
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized capital - 5,000,000 shares - no par value</p> <p>Issued capital - 2,800,000 shares</p> <p>Shares under option - 100,000 shares</p>								
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil								
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule 'A' on page 2.								
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See Schedule 'A' on page 2.								
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.								
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	In 1959 the Company acquired from S.A.M. Explorations Limited potash properties and rights in the Provinces of Saskatchewan and Manitoba. In all, 12 potash core tests have been completed on the said properties at a cost of approximately \$500,000. The Company will use the proceeds of sale of treasury shares insofar as the directors consider advisable for drilling for shaft location and mining purposes and for the general purposes of the Company.								



SCHEDULE 'A'

- 1) 80,000 of the said 100,000 Optioned Shares are under option to Dr. John H. Low and Dr. Harold F. Morrow, the Company's Geological and Mining Consultants. Their employment contract provides for an option on the said 80,000 shares of the capital stock of the Company at 45¢ a share, exercisable on or before December 31st, 1964, provided that only 20,000 shares may be taken up and paid for on or before December 31st, 1961, not more than 40,000 shares in the aggregate may be taken up and paid for on or before December 31st, 1962 and that not more than 60,000 shares in the aggregate may be taken up and paid for on or before December 31st, 1963.
- 11) The remaining 20,000 of the said 100,000 Optioned Shares are under option to Robert V. Tomkins, Manager of the Company's Potash Operations. The employment contract with him provides for an incentive option on the said 20,000 shares at 65¢ a share, exercisable not later than the 30th day of April 1963, provided that not more than 10,000 of said shares may be taken up and paid for on or before the 30th day of April 1962.
- 111) The Company has entered into an Agreement with Playfair and Company Limited, acting on behalf of itself and thirteen (13) clients under the terms of which 200,000 shares will be purchased at 50¢ per share, payable upon and subject to acceptance by the Toronto Stock Exchange of this Filing Statement. The names and addresses and percentage interest of persons having an interest in the said underwritten shares are as follows:-

Name	Address	Percentage Share
I. Bradbury	70 Four Oakes, Toronto, Ontario.	12%
Glen Echo Mines Ltd.	60 Yonge Street, Toronto, Ontario.	11%
Neil McArthur	P.O. Box 627, Barrie, Ontario.	10%
E.W. Simpson	133 Hillhurst Blvd., Toronto, Ontario.	10%
Playfair & Co. Ltd.	60 Yonge Street, Toronto, Ontario.	9.5%
J.A. Grant	86 Rosedale Heights Dr., Toronto, Ontario.	8%
Foster Hewitt	c/o Maple Leaf Gardens, Carlton Street, Toronto, Ontario.	8%
F.K. Carlisle	18 Hedgewood Road, Willowdale, Ontario.	5%
Morden Grant	116 Bombay Avenue, Toronto, Ontario.	5%
Raymond Watt	179 Glengrove W., Toronto, Ontario.	5%
D. Chant	50 St. Clair Ave. W., Toronto, Ontario.	5%
A.C. Mosher	25 Adelaide St. W., Toronto, Ontario.	5%
Gulch Mines Ltd.	60 Yonge Street, Toronto, Ontario.	3.5%
D.A. Macintosh	R.R. #1, Tadmorden, Ontario.	3%

SCHEDULE 'B'

MARKETABLE SECURITIES:		Book Value	Market Value Oct. 2/61
100,000 Shares	Gulch Mines Limited	\$ 30,096.59	\$ 5,000.00
10,000 Shares	Madsen Red Lake Gold Mines Limited	35,150.00	21,000.00
\$5,000.00	Dominion of Canada 4½% Bond, due Sept. 1, 1983.	4,562.50	4,662.00
		\$69,809.09	
	Less Reserve for Investments:	25,801.23	
		\$44,007.86	\$10,662.00

ADVANCES TO AND VENDOR'S SHARE INTEREST IN AFFILIATED MINING COMPANY

732,226 Shares	Craskie Mines Limited	\$21,128.78	Nil
	Advances to Craskie Mines Limited	6,556.57	Nil
		\$27,685.35	

SUNDRY INVESTMENTS AT COST, LESS AMOUNTS WRITTEN OFF

3,707 Shares	Aull Metal Mines Limited (in escrow)	\$ 1.00	Nil
16,000 Shares	Maylac Gold Mines Limited (exchangeable for Gulch Mines Limited when directions are issued - on basis of 1 Gulch share for every 30 Maylac shares)	159.00	26.65
60,000 Shares	Glen Echo Mines Limited	5,225.00	1,200.00
		\$ 5,385.00	\$ 1,226.65



# FINANCIAL STATEMENTS

TOMBILL MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET AS AT SEPTEMBER 30TH, 1961

## ASSETS

Current Assets:  
Bank balance \$ 98,044.56  
Amount due on sale of Dominion of Canada bonds 14,986.93  
Accounts receivable 1,562.25  
Investments in marketable securities - at book value 44,007.86  
(Approximate quoted market value \$30,662)

158,601.60

Other Investments, Advances etc:  
Dominion of Canada bond deposited with Province of Saskatchewan and accrued interest thereon (market value \$1,865) \$ 1,825.00  
Cash bonds deposited with Province of Saskatchewan in connection with drilling programme 3,500.00  
Advances to and vendor's share interest in affiliated mining company 27,685.35  
Sundry investments at cost, less amounts written off 5,385.00

Mining Properties in Province of Ontario - at cost 1,191,261.90

Western Canada Potash Properties - at cost (excluding exploration and development expenditures thereon) 243,164.25

Furniture and Equipment - at cost 3,298.60

Deferred Exploration, Development and Other Expenditure (Net):  
Balance as at December 31st, 1960 744,025.99  
Add net expenditure for the nine months ending September 30th, 1961 125,702.36

\$2,504,450.05

## LIABILITIES

Current Liabilities:  
Provision for costs to be invoiced on recent drilling programme  
Accounts payable and accrued

\$ 59,492.50  
2,318.91  
61,811.41

Capital Stock (See note below)  
Authorized -  
5,000,000 shares of no par value  
Issued -  
2,800,000 shares of no par value

2,190,000.00

Earned Surplus

252,638.64

Approved on behalf of the Board:

Director

(J. A. Grant)

Director

(H. L. Good)

\$2,504,450.05

Note: Shares of the company's capital stock are under option as follows:

80,000 shares at 45 cents per share exercisable not later than December 31st, 1964

20,000 shares at 65 cents per share exercisable not later than April 30th, 1963.

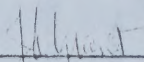
TOMBILL MINES LIMITED  
STATEMENT OF DEFERRED EXPLORATION DEVELOPMENT  
AND OTHER EXPENDITURES  
FOR THE NINE MONTHS ENDING SEPTEMBER 30TH, 1961

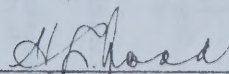
Potash Project:		
Direct drilling and allied costs	\$94,798.39	
Consultants' fees	3,362.50	
Engineer's salary	4,166.66	
Engineering expenses	1,440.64	
Miscellaneous administrative expenses	1,450.68	
Rentals and licenses	<u>4,184.40</u>	\$109,403.27
Prospecting, Exploration and Property Expenses:		
Retainer paid to prospector	700.00	
Miscellaneous costs pertaining to previous year's prospecting programme	277.12	
Ontario property taxes	<u>760.63</u>	1,737.75
Administrative and General:		
Annual meeting expenses	521.93	
Business and provincial taxes	217.34	
Directors' fees and expenses	1,487.45	
Insurance	145.00	
Legal and audit	1,625.00	
Licenses and government fees	135.00	
Office and general expenses	296.25	
Rent	2,520.00	
Salaries - executives	10,800.00	
Salaries - office	1,814.03	
Stock exchange fees	200.00	
Telephone and telegraph	687.20	
Transfer agent and registrar fees	682.92	
Travelling expenses	170.50	
Workmen's compensation	<u>119.07</u>	21,421.69
		132,562.71
Deduct:		
Administrative fees	2,745.00	
Interest earned	3,365.35	
Dividends received	<u>750.00</u>	6,860.35
Net Expenditure		<u>\$125,702.36</u>

TOMBILL MINES LIMITED  
STATEMENT OF SOURCE AND APPLICATION OF FUNDS  
FOR THE NINE MONTHS ENDING SEPTEMBER 30TH, 1961

Source of Funds:		
Amount realized on sale of Dominion of Canada bonds previously deposited with Provincial Governments	\$ 14,552.58	
Application of Funds:		
Net deferred exploration, development and other expenditures	\$125,702.36	
Cash bonds deposited with Province of Saskatchewan in connection with drilling programme	3,500.00	
Increase in advance to affiliated mining company	<u>213.33</u>	129,415.69
<u>Net Decrease in Working Capital</u>		<u>\$114,863.11</u>
Working Capital, December 31st, 1960 -		
Current Assets	\$216,501.53	
Current Liabilities	<u>4,848.23</u>	\$211,653.30
Working Capital, September 30th, 1961 -		
Current Assets	\$158,601.60	
Current Liabilities	<u>61,811.41</u>	96,790.19
<u>Net Decrease</u>		<u>\$114,863.11</u>

Signed on behalf of the Board:

  
 \_\_\_\_\_ Director  
 (J. A. Grant)

  
 \_\_\_\_\_ Director  
 (H. L. Good)



# ENGINEER'S REPORT

Note - The following are excerpts from a report by H.F. Morrow, B.Sc., M.A., Ph.D., P.Eng., dated August 22nd. 1961, on the second development stage for the potash properties of Tombill Mines Limited. A complete copy of the report is on file with the Toronto Stock Exchange.

## INTRODUCTION

On February 20th 1959 Tombill Mines Limited entered into an option agreement with S. A. M. Explorations Ltd. to acquire their potash properties in Saskatchewan and Manitoba. This option was exercised by Tombill, after drilling two potash core tests, early in July, 1959. Three additional potash core tests were completed by Tombill during 1959. In all ten potash core tests, at a cost of \$405,000. have been completed on Tombill's large acreage holdings in Saskatchewan and Manitoba. During this first exploration development stage the holes were widely spaced so as to outline the orebody. These holes established a very large, high grade potash orebody. The second development stage, recommended in this report, is designed to outline in detail a portion of this immense orebody for shaft location and mining purposes. Also, additional cores, through the ore bed, will be obtained to provide adequate material for metallurgical testing. The initial phase of this stage involves four additional holes.

## PROPOSED HOLE LOCATIONS - SECOND DEVELOPMENT STAGE

### No. 1 Location:

Lsd 6, Section 30, Township 17, Range 29, West of the First Meridian.  
This hole is located about one mile west of the excellent Lazare 6-29 (A.S.M. Victor No. 1) hole. It was drilled in June 1961.

### No. 2 Location:

Lsd 16, Section 4, Township 18, Range 30, West of the First Meridian.  
This hole will provide the necessary information about the orebody between Welby 13-16 and Welby 8-32.

### No. 3 Location:

Lsd 4, Section 6, Township 18, Range 30, West of the First Meridian.  
This hole is a northwest step-out from the good Welby 8-32 test hole.

### No. 4 Location:

Lsd 13, Section 26, Township 17, Range 30, West of the First Meridian.  
This hole, located between the No. 1 location and Welby 8-32 will provide very useful fill-in data.

## ESTIMATED COSTS OF SECOND STAGE

### Costs per hole

Turnkey price per hole	\$ 28,000
Surface lease, licences, survey	800
Lost 7-inch casing	800
Gamma-ray Neutron Log	800
Core boxes and analysis of core	400
Travelling and Supervision	2,000
Possible additional moving or standby charges	1,000
Total cost per hole	<u>\$ 33,800</u>
Cost of Holes 1, 2, 3, and 4	\$135,200
Cost of extra whipstocked core in one hole	<u>4,000</u>
Total Cost for Balance of Program	<u>\$139,200</u>

### CONCLUSIONS AND RECOMMENDATIONS

1. The first development stage, which involved the drilling of ten potash core tests, established the presence of a very large high grade potash orebody in Tombill's extensive acreage holdings in Saskatchewan and Manitoba.
2. The engineering features associated with shaft sinking, mining and refining are considered to be as good or better than major potash companies along the entire potash trend.
3. Market research during 1960 established the fact that conditions are extremely favourable and that Tombill Mines Limited should experience no difficulties so far as markets are concerned.
4. The second development stage outlined in this report should be completed as soon as possible at an estimated cost of \$139,200.
5. The writer is confident that the second stage development drilling will detail an area containing at least 450,000,000 tons with an average grade close to 25% K<sub>2</sub>O over a 7-foot thickness.

Respectfully submitted,

*Harold F. Morrow*

Harold F. Morrow, Ph.D., P.Eng.,  
LOW and MORROW

August 22, 1961.  
Victoria, B.C.



LOW AND MORROW  
CONSULTING GEOLOGISTS

JOHN H. LOW, PH.D., P.ENG.  
42 RIVERCREST ROAD  
TORONTO 9, ONTARIO  
ROGER 2-5241  
RES. ROGER 2-1046

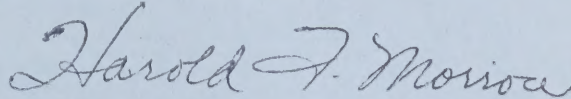
HAROLD F. MORROW, PH.D., P.ENG.  
2592 BOWKER AVENUE  
OAK BAY, VICTORIA, B.C.  
TEL. EV 3-9762

CERTIFICATE

I, Harold Francis Morrow, of 2592 Bowker Avenue, Oak Bay, Victoria, British Columbia, hereby certify:

1. That I graduated from the following Universities:  
B.Sc. (Geology) University of Saskatchewan.  
M.A. (Geology) Queen's University.  
Ph.D. (Geology) McGill University.
2. That I am a Registered Professional Engineer in the Provinces of Saskatchewan and British Columbia, a member of the Canadian Institute of Mining and Metallurgy, a member of the Geological Society of Canada, a member of the American Association of Petroleum Geologists and other professional bodies.
3. That I was Chief Geologist for the Province of Saskatchewan until I resigned 9 years ago to go into private practice.
4. That I have specialized in the Saskatchewan-Manitoba potash deposits for the past 10 years and have studied all Tombill's data in detail.
5. That Low and Morrow has an option to purchase 80,000 shares of Tombill Mines Ltd. at 45¢ per share exercisable not later than December 31st, 1964. As a partner of Low and Morrow I have a 50% interest in this option. Also, at present, I am the owner of 19,200 shares of Tombill Mines Limited.

Dated this 22nd day of August, 1961.  
Victoria, B. C.

  
Harold F. Morrow, Ph.D., P.Eng.,  
LOW and MORROW



10. Brief statement of company's chief development work during past year.	During the past year the Company carried out engineering and market studies and has recently completed three core tests in the drilling programme for shaft location.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>The Company's transfer agent advises that as of October 3rd, 1961 the five largest registered shareholders were as follows:</p> <table> <tr> <td>Playfair &amp; Co. Limited, 60 Yonge Street, Toronto, Ontario.</td> <td>715,473</td> </tr> <tr> <td>Lake &amp; Company, c/o Bank of Montreal, King &amp; Bay Streets, Toronto, Ontario.</td> <td>180,000</td> </tr> <tr> <td>Gee &amp; Company, c/o Canadian Imperial Bank of Commerce, 25 King Street West, Toronto, Ontario.</td> <td>141,000</td> </tr> <tr> <td>James A. Grant, 86 Rosedale Heights Drive, Toronto, Ontario.</td> <td>100,000</td> </tr> <tr> <td>James Richardson &amp; Sons, 173 Portage Avenue East, Winnipeg, Manitoba.</td> <td>71,740</td> </tr> </table> <p>With the exception of James A. Grant who is the beneficial owner of shares shown against his name, the Company is not aware of beneficial owners of other shares shown above.</p>	Playfair & Co. Limited, 60 Yonge Street, Toronto, Ontario.	715,473	Lake & Company, c/o Bank of Montreal, King & Bay Streets, Toronto, Ontario.	180,000	Gee & Company, c/o Canadian Imperial Bank of Commerce, 25 King Street West, Toronto, Ontario.	141,000	James A. Grant, 86 Rosedale Heights Drive, Toronto, Ontario.	100,000	James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba.	71,740
Playfair & Co. Limited, 60 Yonge Street, Toronto, Ontario.	715,473										
Lake & Company, c/o Bank of Montreal, King & Bay Streets, Toronto, Ontario.	180,000										
Gee & Company, c/o Canadian Imperial Bank of Commerce, 25 King Street West, Toronto, Ontario.	141,000										
James A. Grant, 86 Rosedale Heights Drive, Toronto, Ontario.	100,000										
James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba.	71,740										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	James A. Grant, acting in consort with the other directors may be in a position to materially affect control of the Company if they are able to obtain sufficient proxies from the rest of the large shareholders as shown in Item 15.										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule 'B' on page 2.										
18. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending or in process against the Company or its properties.										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None. Upon completion of the sale of the said 200,000 shares described in Item 6, such shares of the Company will be in the course of primary distribution to the public.										

**CERTIFICATE OF THE COMPANY**

DATED October 4th, 1961

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"J.S. Grant"

"S.H. Robinson"

TOMBILL MINES LIMITED

CORPORATE  
SEAL

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

PLAYFAIR AND COMPANY LIMITED

"E.C. West"

"I. Bradbury"